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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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PAVLE ZIVKOVIC,

Plaintiff,

22 Civ. 7344 (GHW)

-against-

VALBELLA AT THE PARK, LLC,

Defendant.

- - - - - x

DATE: Thursday, May 25, 2023

TIME: 10:03 a.m.

Deposition of ROSEY KALAYJIAN,  
Defendant, taken by Plaintiff, in the  
above-entitled action, held via Zoom, Veritext  
Virtual, pursuant to notice, taken before  
Elizabeth A. Stella, a Stenographer and Notary  
Public within and for the State of New York.

<p style="text-align: right;">Page 2</p> <p style="text-align: center;">2</p> <p>1 2 REMOTE APPEARANCES: 3 JOSEPH &amp; KIRSCHENBAUM, LLP Attorneys for Plaintiff 4 32 Broadway, Suite 601 New York, New York 10004 5 (212) 688-5640 6 BY: LUCAS C. BUZZARD, ESQ. lucas@jk-llp.com 7 8 LAW OFFICES OF FRED L. SEEMAN Attorneys for Defendant, 9 Valbella at the Park LLC 10 32 Broadway, Suite 1214 New York, New York 10004 11 (212) 608-5000 12 BY: FRED L. SEEMAN, ESQ. fred@seemanlaw.com 13 14 15 16 17 18 19 20 21 22 23 24 25</p>	<p style="text-align: right;">Page 4</p> <p>1 R. Kalayjian 2 ROSEY KALAYJIAN, the witness 3 herein, having been sworn, remotely, upon 4 being examined testified as follows: 5 EXAMINATION BY MR. BUZZARD: 6 Q Good morning, Ms. Kalayjian. How 7 are you? 8 A Good, thanks. How are you? 9 Q Good, thanks. So I know, obviously 10 I was present for your last deposition, so I 11 know you know generally what this is. So I'll 12 just very briefly go over some basic ground 13 rules for today. 14 First, because Ms. Stella is writing 15 down everything that we say, it's important to 16 let me finish my question before you answer. 17 Is that all right? 18 A Yes. 19 Q And I will do the same for you, 20 obviously. Also, you know, just in case we 21 have any technical difficulties or anything 22 like that, if you can't hear me or if you 23 don't hear the question, just let me know and 24 I'm happy to repeat. Do you understand that? 25 A Yes.</p>
<p style="text-align: right;">Page 3</p> <p style="text-align: center;">3</p> <p>1 STIPULATIONS 2 It is hereby stipulated and agreed by 3 counsel and among counsel for the respective 4 parties hereto, that the filing, sealing, and 5 certification of the witness' deposition shall 6 be and the same are hereby waived; it is 7 further stipulated and agreed that all 8 objections, except as to the form of the 9 question, shall be reserved to the time of 10 trial; it is further stipulated and agreed 11 that the within deposition may be signed 12 before any notary public with the same force 13 and effect as if signed and sworn to before 14 the Court. 15 16 17 18 19 20 21 22 23 24 25</p>	<p style="text-align: right;">Page 5</p> <p>1 R. Kalayjian 2 Q And by the same token, if you don't 3 understand one of my questions, just let me 4 know and I'll rephrase it or ask it in a 5 different way. Is that all right? 6 A Yes. 7 Q Okay. If you need a break at any 8 time, just let me know. I know we're only 9 here until -- we have a hard stop at 1:00, so 10 I'm just going to try to go as quickly as 11 possible, but obviously if anyone needs a 12 break, just let me know and we'll just try to 13 keep them quick if that's okay. The only 14 thing I ask, Ms. Kalayjian, is that if I've 15 asked a question that you answer it before we 16 take any break. Is that all right? 17 A Yes. 18 Q Your attorney, Mr. Seeman, may 19 object to some of my questions; however, 20 unless he specifically instructs you not to 21 answer, you still must answer, despite his 22 objection. Do you understand that? 23 A Yes. 24 MR. SEEMAN: Mr. Buzzard, on that issue, 25 are you going to make a statement that this is</p>

<p style="text-align: right;">Page 14</p> <p>1 R. Kalayjian</p> <p>2 Q Is this the operating agreement for</p> <p>3 Oak Grove Road, LLC?</p> <p>4 A That's what it says.</p> <p>5 Q I know that's what it says. Is</p> <p>6 that what it is?</p> <p>7 A I suppose. That's what it is.</p> <p>8 It's right there on your screen.</p> <p>9 Q Okay. Did you collect this</p> <p>10 document to be produced in this litigation?</p> <p>11 A I suppose I did. You have it. I</p> <p>12 don't recall every single piece of -- you sent</p> <p>13 an enormous list of items, so if you have it,</p> <p>14 then there it is.</p> <p>15 Q Okay. Do you recall where you</p> <p>16 collected this document from?</p> <p>17 A No, I don't.</p> <p>18 Q But you in fact gave this to</p> <p>19 Mr. Seeman to be produced in this litigation?</p> <p>20 A I suppose I did. You have to ask</p> <p>21 Fred all the e-mails and things I've sent him.</p> <p>22 I don't recall.</p> <p>23 Q Okay. Do you have any reason to</p> <p>24 believe that this document is not the</p> <p>25 operating agreement for Oak Grove Road, LLC?</p>	<p style="text-align: right;">Page 16</p> <p>1 R. Kalayjian</p> <p>2 A I'm a 90 percent owner of this</p> <p>3 company.</p> <p>4 Q Okay. Since what date have you</p> <p>5 owned 90 percent of Oak Grove Road, LLC?</p> <p>6 MR. SEEMAN: Objection.</p> <p>7 Go ahead and answer if you can.</p> <p>8 A Since day one.</p> <p>9 Q So is it your testimony that since</p> <p>10 February 26, 2021, you have been a 90 percent</p> <p>11 owner of Oak Grove Road, LLC?</p> <p>12 MR. SEEMAN: Objection.</p> <p>13 A Yes.</p> <p>14 Q Okay. Let's look at DEF304 through</p> <p>15 DEF306. And I'll just go through this quickly</p> <p>16 for you. This is titled first amendment to</p> <p>17 the operating agreement of Oak Grove Road,</p> <p>18 LLC. Do you see that?</p> <p>19 A Um-hum. Yes.</p> <p>20 Q Just let me know when you want me</p> <p>21 to move to the next page.</p> <p>22 A You can go ahead.</p> <p>23 Q Okay.</p> <p>24 A Okay. So what are you getting at?</p> <p>25 Q I just want you to take a look at</p>
<p style="text-align: right;">Page 15</p> <p>1 R. Kalayjian</p> <p>2 A I don't know. I'm assuming it is.</p> <p>3 I mean, it's right there. You have it.</p> <p>4 Q Do you know who prepared this</p> <p>5 document?</p> <p>6 A No.</p> <p>7 Q Do you have any reason to believe</p> <p>8 that this operating agreement for Oak Grove</p> <p>9 Road, LLC is not authentic?</p> <p>10 A No.</p> <p>11 Q Going down to the last part of this</p> <p>12 operating agreement. It says: In witness</p> <p>13 whereof, the member has executed and agreed to</p> <p>14 this limited liability company operating</p> <p>15 agreement, which shall be effective as of</p> <p>16 February 26, 2021.</p> <p>17 To your understanding, did this</p> <p>18 operating agreement become effective February</p> <p>19 26, 2021?</p> <p>20 A I suppose. I don't recall.</p> <p>21 Q All right. Do you have any</p> <p>22 ownership interest in Oak Grove Road, LLC?</p> <p>23 A Of course I do and you know that.</p> <p>24 Q And what is your ownership interest</p> <p>25 in that company?</p>	<p style="text-align: right;">Page 17</p> <p>1 R. Kalayjian</p> <p>2 this document. Are you ready for me to ask</p> <p>3 questions about it?</p> <p>4 A No.</p> <p>5 Q Okay. Have you been able to review</p> <p>6 it?</p> <p>7 A Go ahead. You need to ask me a</p> <p>8 question. Go ahead.</p> <p>9 Q Okay. Is this your signature --</p> <p>10 A That's my signature.</p> <p>11 Q -- on DEF306?</p> <p>12 A Yes, that's my signature.</p> <p>13 Q Under Rosey Kalayjian? Under the</p> <p>14 typed word Rosey Kalayjian?</p> <p>15 A I said yes.</p> <p>16 Q Okay. And what do you understand</p> <p>17 these three pages to be?</p> <p>18 MR. SEEMAN: I'm going to object, but go</p> <p>19 ahead and answer.</p> <p>20 A I'm not a lawyer so I -- I think</p> <p>21 it's a summary.</p> <p>22 Q Do you recall signing this</p> <p>23 document?</p> <p>24 A Obviously, I signed it. Do I</p> <p>25 recall when I signed it, no, I don't.</p>

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<p style="text-align: right;">Page 18</p> <p>1 R. Kalayjian</p> <p>2 Q Do you recall signing it in</p> <p>3 February of 2021?</p> <p>4 A No, I don't recall the date I</p> <p>5 signed it.</p> <p>6 Q Do you have any reason to believe</p> <p>7 that this is not a true and accurate amendment</p> <p>8 to the operating agreement of Oak Grove Road,</p> <p>9 LLC?</p> <p>10 A Say that again.</p> <p>11 Q Do you have any reason to believe</p> <p>12 that this document, located at Bates stamps</p> <p>13 DEF304 to DEF306, is not a true and accurate</p> <p>14 amendment to the operating agreement of Oak</p> <p>15 Grove Road?</p> <p>16 A No. Obviously -- I don't sign</p> <p>17 things that are not legal or I'm comfortable</p> <p>18 with. So at that time, I signed it, and I was</p> <p>19 comfortable with it. Do I remember it, no.</p> <p>20 Q All right. Now, this amendment</p> <p>21 states that it is dated and effective as of</p> <p>22 the 16th day of June 2022. Do you see that?</p> <p>23 A Um-hum. Yes.</p> <p>24 Q Do you have any reason to believe</p> <p>25 that this amendment is not effective as of</p>	<p style="text-align: right;">Page 20</p> <p>1 R. Kalayjian</p> <p>2 don't know.</p> <p>3 Q Well, I would, but Mr. Seeman is</p> <p>4 not being deposed today. I'm asking you, as a</p> <p>5 representative of Valbella at the Park, do you</p> <p>6 have any reason to believe that this amendment</p> <p>7 is inaccurate in any respect?</p> <p>8 MR. SEEMAN: Objection.</p> <p>9 Q You can answer, Ms. Kalayjian.</p> <p>10 A I've been answering you.</p> <p>11 Q And your answer is --</p> <p>12 A I signed it and I was comfortable</p> <p>13 with it when I signed it.</p> <p>14 Q Okay. But you don't recall when</p> <p>15 you signed it?</p> <p>16 A No.</p> <p>17 Q Okay. And you don't recall whether</p> <p>18 it was on the 16th of June 2022?</p> <p>19 A Isn't there a date when I signed</p> <p>20 it? That should tell you when I signed it.</p> <p>21 Q Well, I'm reading it. It says it's</p> <p>22 dated and effective as of the 16th day of June</p> <p>23 2022?</p> <p>24 A Okay. Do you remember when you</p> <p>25 signed something two years ago? A year ago?</p>
<p style="text-align: right;">Page 19</p> <p>1 R. Kalayjian</p> <p>2 June 16th of 2022?</p> <p>3 A No. You're going around in</p> <p>4 circles. You're asking me the same thing in a</p> <p>5 different way, so... Do you want to move on?</p> <p>6 I don't know what to tell you.</p> <p>7 Q No. I just want an answer to that</p> <p>8 question. Do you have any reason to believe</p> <p>9 that this specific amendment was not effective</p> <p>10 as of June 16th, 2022?</p> <p>11 A And, again, I am going to say, I</p> <p>12 signed it. Whenever I signed it, I was</p> <p>13 comfortable with it when I signed it.</p> <p>14 Q Right. But that's not my question.</p> <p>15 A I don't know how to answer you to</p> <p>16 be honest. I mean, it's there. I signed it.</p> <p>17 I don't know what you want from me.</p> <p>18 Q Do you believe that this amendment</p> <p>19 is incorrectly dated?</p> <p>20 A I don't know. I don't remember</p> <p>21 almost a year or two ago.</p> <p>22 Q Okay. Do you have any reason to</p> <p>23 believe that this amendment is inaccurate in</p> <p>24 any respect?</p> <p>25 A I don't know. Ask my lawyer. I</p>	<p style="text-align: right;">Page 21</p> <p>1 R. Kalayjian</p> <p>2 Q No. Which is why I'm asking you if</p> <p>3 you have any reason to believe that that is an</p> <p>4 inaccurate date?</p> <p>5 A I don't know. I don't recall. I</p> <p>6 think it's irrelevant.</p> <p>7 Q Your lawyer can make that objection</p> <p>8 later. Ms. Kalayjian, I know you don't want</p> <p>9 to answer this question, but I'm really just</p> <p>10 looking for a yes-or-no answer. Do you have</p> <p>11 any --</p> <p>12 A And I can't give you that. I don't</p> <p>13 remember. I don't know.</p> <p>14 MR. SEEMAN: Objection.</p> <p>15 A I don't know.</p> <p>16 Q Okay. When you collected this</p> <p>17 document to be produced in connection with</p> <p>18 this lawsuit, did you have any reason to</p> <p>19 believe that it was not true and accurate?</p> <p>20 A If it wasn't true, I wouldn't</p> <p>21 submit it. Isn't that common sense?</p> <p>22 Q Thank you. Going to page DEF306,</p> <p>23 you testified earlier that your signature</p> <p>24 appears on this page on the right-hand side,</p> <p>25 right? Is that right?</p>

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<p style="text-align: right;">Page 22</p> <p>1 R. Kalayjian</p> <p>2 A Yes, for the -- I don't know how</p> <p>3 many times you're going to ask me the same</p> <p>4 question.</p> <p>5 Q Thank you. And do you recognize</p> <p>6 the other signature on this page?</p> <p>7 A Yes.</p> <p>8 Q Whose signature is it?</p> <p>9 A It says right there, it's David</p> <p>10 Ghatanfard.</p> <p>11 Q Turning to page DEF307 to DEF308.</p> <p>12 Do you see that?</p> <p>13 A Yes.</p> <p>14 Q This is titled assignment and</p> <p>15 assumption of membership interest. Do you see</p> <p>16 that?</p> <p>17 A Um-hum.</p> <p>18 Q Okay. Just going down to the last</p> <p>19 page of this, is this also your signature on</p> <p>20 the right-hand side?</p> <p>21 A Yes.</p> <p>22 Q And do you recognize the other two</p> <p>23 signatures on this page?</p> <p>24 A Yes.</p> <p>25 Q And whose signatures are those?</p>	<p style="text-align: right;">Page 24</p> <p>1 R. Kalayjian</p> <p>2 obligations set forth in the operating</p> <p>3 agreement and other good and valuable</p> <p>4 consideration, the receipt and sufficiency of</p> <p>5 which is hereby acknowledged hereby sells,</p> <p>6 transfers, and assigned to assignee 90 percent</p> <p>7 of assignor's interest in the company to the</p> <p>8 assignee. Do you see that?</p> <p>9 A I do.</p> <p>10 Q What do you understand this</p> <p>11 assignment document to have been doing?</p> <p>12 MR. SEEMAN: Objection.</p> <p>13 Q You can answer, Ms. Kalayjian.</p> <p>14 A In legal terms, I don't feel -- I</p> <p>15 don't know. You have to ask Fred that. I</p> <p>16 don't know.</p> <p>17 Q Do you recall signing this?</p> <p>18 A At that moment, I don't remember.</p> <p>19 I don't remember what happened.</p> <p>20 Q Okay. Even if you don't remember</p> <p>21 the exact moment that you signed this</p> <p>22 document, do you remember why you signed this</p> <p>23 document?</p> <p>24 MR. SEEMAN: Objection.</p> <p>25 A No. Do you know?</p>
<p style="text-align: right;">Page 23</p> <p>1 R. Kalayjian</p> <p>2 A It says right there, David</p> <p>3 Ghatanfard.</p> <p>4 Q Okay. And you see down here it</p> <p>5 says agreed and accepted as of the 16th day of</p> <p>6 June 2022. Do you see that?</p> <p>7 A Yes.</p> <p>8 Q Do you have any reason to believe</p> <p>9 that you did not sign this document on June</p> <p>10 16, 2022?</p> <p>11 A No. I have no reason to believe</p> <p>12 otherwise.</p> <p>13 Q So down on the signature page, you</p> <p>14 are designated the assignee. Do you see that?</p> <p>15 A Yes.</p> <p>16 Q And Mr. Ghatanfard is the</p> <p>17 designated the assignor?</p> <p>18 A Yes.</p> <p>19 Q Okay. Going up to Paragraph 2, it</p> <p>20 says transfer. I'm not going to read the</p> <p>21 whole paragraph. You can read it if you want,</p> <p>22 but I'm just going to briefly state the part</p> <p>23 of it that says: Assignor, in consideration</p> <p>24 of the assignee's assumption of certain</p> <p>25 outstanding debts and liability of the company</p>	<p style="text-align: right;">Page 25</p> <p>1 R. Kalayjian</p> <p>2 Q I don't know. That's why I'm</p> <p>3 asking you.</p> <p>4 A Um-hum.</p> <p>5 Q Okay. In June of 2022, isn't it</p> <p>6 true that Mr. Ghatanfard transferred to you 90</p> <p>7 percent of Oak Grove Road, LLC?</p> <p>8 MR. SEEMAN: Objection.</p> <p>9 Q You can answer, Ms. Kalayjian.</p> <p>10 A I don't know. Is that what you're</p> <p>11 showing me here?</p> <p>12 Q I'm asking you, isn't it true that</p> <p>13 he did in fact transfer you 90 percent of Oak</p> <p>14 Grove Road, LLC in or about June 2022?</p> <p>15 A I mean, if that's what that paper</p> <p>16 says then...</p> <p>17 Q Okay. Is that what you understand</p> <p>18 this paper to say?</p> <p>19 MR. SEEMAN: Objection.</p> <p>20 Q You can answer, Ms. Kalayjian.</p> <p>21 A No, I know I can answer, but I'm</p> <p>22 not sure. I believe so.</p> <p>23 Q Okay. So if Mr. Ghatanfard</p> <p>24 transferred to you 90 percent of Oak Grove</p> <p>25 Road, LLC in June 2022, up until that point,</p>

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<p style="text-align: right;">Page 26</p> <p>1 R. Kalayjian</p> <p>2 you did not own 90 percent of Oak Grove Road,</p> <p>3 LLC; is that right?</p> <p>4 MR. SEEMAN: Objection. Objection.</p> <p>5 Q You can answer, Ms. Kalayjian.</p> <p>6 A I did. From the very beginning, I</p> <p>7 did. It was a verbal agreement. I'm the one</p> <p>8 who set up the LLC, and as I told your partner</p> <p>9 on February 8th, I made a mistake when I</p> <p>10 opened it, because I didn't use an accountant</p> <p>11 and I didn't use a lawyer. So you can go back</p> <p>12 to February 8th and read everything about</p> <p>13 this.</p> <p>14 Q Okay. I think, it sounded to me on</p> <p>15 February 8th you were talking about filing</p> <p>16 things with the Department of State. Is that</p> <p>17 where you made the mistake?</p> <p>18 MR. SEEMAN: Objection.</p> <p>19 Go ahead.</p> <p>20 A No. I made the mistake because I</p> <p>21 didn't use an accountant or a lawyer. And I</p> <p>22 opened up this LLC, not David. I did it.</p> <p>23 Q If you opened up Oak Grove Road,</p> <p>24 LLC, why was there any need for this</p> <p>25 assignment and assumption of membership</p>	<p style="text-align: right;">Page 28</p> <p>1 R. Kalayjian</p> <p>2 the LLC, and I put my name and David's name,</p> <p>3 and I guess I put it in the wrong boxes and I</p> <p>4 realized a mistake was made, a huge one.</p> <p>5 Q You're talking about when you were</p> <p>6 filing the documents with the Department of</p> <p>7 State? Is that what you're talking about?</p> <p>8 A Yes, to start a new company, to</p> <p>9 start a new LLC.</p> <p>10 Q So I'm not talking about that right</p> <p>11 now. I'm talking about this agreement, which</p> <p>12 we've established is the Oak Grove Road</p> <p>13 operating agreement that starts at DEF293,</p> <p>14 right?</p> <p>15 MR. SEEMAN: Objection. Objection.</p> <p>16 Q You can answer.</p> <p>17 A The operating agreement comes with</p> <p>18 the LLC.</p> <p>19 Q Okay. So is it your testimony, I'm</p> <p>20 reading from the operating agreement, it says</p> <p>21 in Section 3A: The members of Oak Grove Road,</p> <p>22 LLC at the time of adoption of this agreement</p> <p>23 is David Ghatanfard.</p> <p>24 Do you see that?</p> <p>25 A I see it.</p>
<p style="text-align: right;">Page 27</p> <p>1 R. Kalayjian</p> <p>2 interest document?</p> <p>3 MR. SEEMAN: Objection. She just answered</p> <p>4 that.</p> <p>5 THE WITNESS: I know.</p> <p>6 Q You could answer it.</p> <p>7 A Because I said -- go back to</p> <p>8 February 8th. Go through those 400 pages.</p> <p>9 Q So is it your testimony that you</p> <p>10 were always a 90 percent owner of Oak Grove</p> <p>11 Road, LLC?</p> <p>12 A Yes. Yes. Yes.</p> <p>13 Q And the entire operating agreement</p> <p>14 for Oak Grove Road, LLC was not correct?</p> <p>15 A The original one?</p> <p>16 Q Yes.</p> <p>17 A Yes, it was not correct. I told</p> <p>18 your partner on February 8th, I made a</p> <p>19 mistake.</p> <p>20 Q And what precisely was the mistake</p> <p>21 that you're talking about?</p> <p>22 A When I filled -- I did it online.</p> <p>23 Because I didn't use an accountant and I</p> <p>24 didn't use a lawyer; so, therefore, I made a</p> <p>25 mistake on the entry online when I was filing</p>	<p style="text-align: right;">Page 29</p> <p>1 R. Kalayjian</p> <p>2 Q Is that a mistake?</p> <p>3 A Yes.</p> <p>4 Q So --</p> <p>5 A Because he's not the sole member.</p> <p>6 Q Did you have any role in drafting</p> <p>7 this specific operating agreement titled</p> <p>8 limited liability company agreement of Oak</p> <p>9 Grove Road, LLC?</p> <p>10 A I don't think I did. I don't know</p> <p>11 if it was a template used, but David and I are</p> <p>12 not lawyers, so I don't know where this</p> <p>13 came -- I don't know.</p> <p>14 Q So but the mistake you're referring</p> <p>15 to has nothing to do with this document,</p> <p>16 right?</p> <p>17 MR. SEEMAN: Objection. Objection.</p> <p>18 Q It has to do with your submission</p> <p>19 of documents to the New York Department of</p> <p>20 State; is that right?</p> <p>21 MR. SEEMAN: Objection.</p> <p>22 A Obviously this is the aftermath of</p> <p>23 my mistake.</p> <p>24 Q Do you have any documents from in</p> <p>25 and around February 2021 in which it is</p>

8 (Pages 26 - 29)